

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0548526.09

PBlavins
N101

John Y. Brown III
Secretary of State
Received and Filed

11/20/2002 10:14 AM
Fee Receipt: \$40.00

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is ☐ a business corporation (KRS 271B). ☒ a nonprofit corporation (KRS 273).
☐ a professional service corporation (KRS 274).
2. The name of the corporation is
Pennsylvania Higher Education Assistance Agency
3. The name of the corporation to be used in Kentucky is
Pennsylvania Higher Education Assistance Agency, Inc.
(If "real name" is unavailable for use)
4. Pennsylvania is the state or country under whose law the corporation is incorporated.
5. August 7, 1963 is the date of incorporation and the period of duration is perpetual
6. The street address of the corporation's principal office is
1200 N. 7th Street Harrisburg PA 17102-1419
Street City State Zip Code
7. The street address of the corporation's registered office in Kentucky is
c/o C T Corporation System, Home Life Building. Louisville, Kentucky, 40202
Street City State Zip Code
and the name of the registered agent at that office is
C T Corporation System
8. The names and usual business addresses of the corporation's current officers and directors are as follows:
President SEE ATTACHED RIDER
Vice President _____
Secretary _____
Treasurer _____
Directors _____
(Attach a continuation sheet, if necessary)
9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.
10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.
11. This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

Sheila E. Dow-Ford
Signature
Sheila E. Dow-Ford, Exec. V.P. and Chief
Type or Print Name & Title Counsel
Date: November 1, 2002

I, C T Corporation System, consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent
By: Margaret E. Rautzahn
Signature of Registered Agent

MARGARET E. RAUTZAHN

Office	Name	Address
Chairman	Rep. Elinor Z. Taylor	HR 315 Capitol Build. Harrisburg, PA 17120
Vice Chair	Sen. Vincent J. Fumo	SEN 545 Capitol Build. Harrisburg, PA 17120
Director	Sen. Robert J. Mellow	SEN 535 Capitol Build. Harrisburg, PA 17120
Director	Rep. Ronald Buxton	HR 528 E. Capitol Build. Harrisburg, PA 17120
Director	Edna B. McKenzie	CCAC, 808 Ridge Avenue, Pittsburgh, PA 15212
Director	Rep. Nicholas A. Colafella	HR 300 Capitol Build. Harrisburg, PA 17120
Director	Sen. Michael A. O'Pake	SEN 11 Capitol East Wing, Harrisburg, PA 17120
Director	Sen. James J. Rhoades	SEN 362 Capitol Build. Harrisburg, PA 17120
Director	Rep. James Roebuck, Jr.	HR 210 S. Office Build. Harrisburg, PA 17120
Director	Mr. J. Doyle Corman	1230 Sylvan Circle Bellefonte, PA 16823
Director	Rev. Edmund Dobbin	President, Villanova University, 800 Lancaster Avenue, Villanova, PA 19085
Director	Sen. Edwin G. Holl	SEN 362 Capitol Build. Harrisburg, PA 17120
Director	Sen. Vincent Hughes	SEN 543 Capitol Build. Harrisburg, PA 17120
Director	Rep. William F. Adolph, Jr.	HR 211 Ryan Office Build. Harrisburg, PA 17120
Director	Sen. Charles Lemmond, Jr.	SEN 172 Capitol Build. Harrisburg, PA 17120
Director	Rep. Jes Stairs	HR 43-A Capitol Build. E. Wing Harrisburg, PA
Director	Rep. Stephen H. Stetler	HR 200 S. Office Build. Harrisburg, PA 17120
Director	Sen. Robert Tomlinson	SEN 187 Capitol Build. Harrisburg, PA 17120
Director	Rep. Frank Tulli, Jr.	HR 3 Capitol East Wing, Harrisburg, PA 17120
Director	Charles B. Zogby	333 Market St., 10th Floor, Harrisburg, PA 17126-0333
Pres&CEO	Michael H. Hershock	1200 N. 7 th Street, Harrisburg, PA 17102-1419
Senior VP.	Lori Fehr	1200 N. 7 th Street, Harrisburg, PA 17102-1419
Senior VP.	Brian Lecher	1200 N. 7 th Street, Harrisburg, PA 17102-1419
VP&CFO	Timothy A. Guenther	1200 N. 7 th Street, Harrisburg, PA 17102-1419
Senior VP.	Sheila Dow-Ford	1200 N. 7 th Street, Harrisburg, PA 17102-1419
Senior VP.	Karl Ross	1200 N. 7 th Street, Harrisburg, PA 17102-1419
Senior VP.	Ernest P. Beardsley	1200 N. 7 th Street, Harrisburg, PA 17102-1419
Senior VP.	Vincent P. Racculia	1200 N. 7 th Street, Harrisburg, PA 17102-1419
COO	Richard Willey	1200 N. 7 th Street, Harrisburg, PA 17102-1419

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

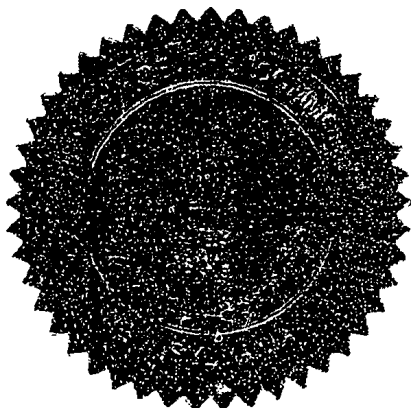
NOVEMBER 06, 2002

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

PENNSYLVANIA HIGHER EDUCATION ASSISTANCE AGENCY

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written

C. Michael Stewart
Secretary of the Commonwealth
TCHI

POWELL & POWELL
A PROFESSIONAL CORPORATION
300 N. 2nd Street, Suite 908
Harrisburg, Pennsylvania 17101
Tel. (717) 236-6666/230-8833 Fax (717) 230-8855

Tyrone A. Powell

November 18, 2002

Via Overnight Mail

John Y. Brown III
Secretary of State
700 Capital Avenue
Frankfort, KY 40601

Re: Application For Certificate of Authority - Pennsylvania Higher Education
Assistance Agency
("PHEAA")

To Whom It May Concern:

Enclosed are an original and two exact copies of the Application For Certificate of Authority, an original Certificate of Existence dated November 6, 2002 from the Commonwealth of Pennsylvania and a check payable to the order of the Kentucky State Treasurer in the amount of Forty Dollars (\$40.00). At your earliest opportunity, please return to my attention proof of incorporation. If you have any questions regarding the Application, please advise.

Very truly yours,
POWELL & POWELL, P.C.

Tyrone A. Powell, esquire

Enclosures